

**UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS**

In re: NEXIUM (ESOMEPRAZOLE)  
ANTITRUST LITIGATION

This Document Relates To:

ALL END-PAYOR ACTIONS

MDL No. 2409

Civil Action No.: 1:12-md-2409-WGY

**END-PAYOR CLASS PLAINTIFFS' MOTION FOR PRELIMINARY APPROVAL  
OF PROPOSED CLASS ACTION SETTLEMENT WITH TEVA AND APPROVAL  
OF NOTICE PLAN FOR THE TEVA AND DRL SETTLEMENTS**

United Food and Commercial Workers Unions and Employers Midwest Health Benefits Fund; Allied Services Division Welfare Fund; Fraternal Order of Police Miami Lodge 20, Insurance Trust Fund; New York Hotel Trades Council & Hotel Assoc. of New York City, Inc. Health Benefits Fund; Laborers International Union of North America Local 35 Health Care Fund; International Brotherhood of Electrical Workers Local 595 Health and Welfare Fund; Laborers International Union of North America Local 17 Health Care Fund; International Union of Machinists and Aerospace Workers District No. 15 Health Fund; Michigan Regional Council of Carpenters Employee Benefits Fund; and A.F. of L. – A.G.C. Building Trades Welfare Plan (“End-Payor Class Plaintiffs”), on behalf of themselves and the certified End-Payor Class (collectively “End-Payor Class”), pursuant to Federal Rule of Civil Procedure 23(e), respectfully move for entry of an order granting preliminary approval of the proposed settlement with defendants Teva Pharmaceutical Industries, Ltd. and Teva Pharmaceutical Industries USA, Inc. (the “Teva Settlement”).

End-Payor Class Plaintiffs also respectfully request approval of their proposed plan to distribute notice to the End-Payor Class of the Teva Settlement and End-Payor Class Plaintiffs' prior settlement with defendants Dr. Reddy's Laboratories, Ltd. and Dr. Reddy's Laboratories, Inc. (the "DRL Settlement").

In support of this motion, End-Payor Class Plaintiffs submit: (1) a Memorandum of Law in Support of End-Payor Class Plaintiffs' Motion for Preliminary Approval of Proposed Class Action Settlement with Teva and Approval of Notice Plan for the Teva and DRL Settlements, with accompanying proposed approval orders; and (2) the Declaration of Kenneth A. Wexler in Support of End-Payor Class Plaintiffs' Motion for Preliminary Approval of Proposed Class Action Settlement with Teva and Approval of Notice Plan for the Teva and DRL Settlements.

**Certification Under Local Rule 7.1(a)(2)**

Pursuant to Local Rule 7.1(a)(2), undersigned counsel hereby certify that counsel for Teva does not oppose the motion. Counsel for End-Payor Class Plaintiffs further certify that they have met and conferred with DRL regarding the motion and that DRL apparently opposes the proposed schedule. End-Payor Plaintiffs have separately addressed DRL's scheduling concerns in response to DRL's Motion to Set a Schedule for Approval of its Settlement Agreements. ECF No. 1503.

Dated: April 2, 2015

Respectfully submitted,

/s/ Glen DeValerio  
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**CERTIFICATE OF SERVICE**

I, Glen DeValerio, hereby certify that this document(s) filed through the ECF system will be sent electronically to the registered participants as identified on the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on April 2, 2015.

/s/ Glen DeValerio

Glen DeValerio